



March 31, 2025

To,

National Stock Exchange of India Limited
"Exchange Plaza"
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400051

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001

Scrip Symbol: IRMENERGY

Scrip Code: 544004

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") – Postal Ballot Notice

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, we are enclosing herewith a copy of the Postal Ballot Notice ("Notice") along with the explanatory statement thereto, for seeking approval of the members of IRM Energy Limited (the "Company") on the special business as contained in the Notice only through remote e-voting.

In accordance with the applicable circulars issued by Ministry of Corporate Affairs ("MCA Circular"), this Notice is sent through electronic mode only to those members whose names appear in the Register of Members/ list of Beneficial Owners maintained by the Company/ Registrar and Transfer Agent ("RTA") / Depositories, as on Friday, March 28, 2025 ("Cut-Off date") and whose email addresses are registered with the Company/ RTA/ Depositories as on the Cut-Off date.

The Company has engaged the services of MUFG Intime India Private Limited ("MUFG Intime") (formerly Link Intime India Private Limited) for providing e-voting facilities to the members. The remote e-voting period will commence on Tuesday, April 01, 2025 from 9.00 a.m. IST and conclude on Wednesday, April 30, 2025 at 5.00 p.m. IST (both days inclusive). The e-voting module will be disabled by MUFG Intime upon expiry of the aforesaid period.

A copy of the Notice is also uploaded on the website of the Company i.e., www.irmenergy.com.

You are requested to take the same on your record.

Thanking you,

Yours sincerely,

For, IRM Energy Limited

Akshit Soni
Company Secretary &
Compliance Office

IRM ENERGY LIMITED

Registered Office : 4th Floor, 8th Block, Magnet Corporate Park, Near Sola Bridge, S.G. Highway, Thaltej, Ahmedabad, Gujarat-380054, India

Email : info@irmenergy.com | Phone : 079-49031500 | Website : www.irmenergy.com | CIN : L40100GJ2015PLC085213



IRM Energy Limited

Registered Office: 4th Floor, Block 8, Magnet Corporate Park, S.G. Highway,
Near Sola Bridge, Ahmedabad, Gujarat, 380054

Email: investor.relations@irmenergy.com; **Website:** www.irmenergy.com

CIN: L40100GJ2015PLC085213; **Tel.:** 079-49031500

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), General Circular Nos. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 09/2024 dated September 19, 2024 ("MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA"), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ("SEBI Circulars") issued by the Securities and Exchange Board of India ("SEBI") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be passed by the Members of IRM Energy Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

The proposed resolution and the Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Depositories / Registrar and Transfer Agent ("RTA"). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to Members for this Postal Ballot and no physical ballot forms will be accepted.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting physical copy of postal ballot form. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed M/s M. C. Gupta & Co, Company Secretaries, Ahmedabad as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner.

The Company has engaged the services of MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company ("RTA"/ "MUFG Intime") for facilitating e-voting to enable the Members to cast their votes electronically. The Company has made necessary arrangements with RTA to enable the Members to register their e-mail address. Those

Members who have not yet registered their email address are requested to register the same by following the procedure set out in this Notice.

Members are requested to carefully read the instructions indicated in this Notice to exercise their vote through the remote e-voting process and record their assent (FOR) or dissent (AGAINST) to the proposed Resolution. Members as on the cut-off date **Friday, March 28, 2025**, may cast their vote remote e-voting. The remote e-voting period shall commence on **Tuesday, April 01, 2025** from 9.00 a.m. (IST) and ends on **Wednesday, April 30, 2025** at 5.00 p.m. (IST) (both days inclusive). The remote e-voting facility will be disabled by RTA immediately thereafter and voting will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot will be announced within 2 (Two) working days from the conclusion of the e-voting period. The result of Postal Ballot along with the Scrutinizer's Report will be intimated to the National Stock Exchange of India Limited and BSE Limited ("Stock Exchanges") where the equity shares of the Company are listed and shall be hosted on the website of the Company at www.irmenergy.com and on the website of MUFG Intime at <https://instavote.linkintime.co.in/>.

The proposed resolution, if passed by the requisite majority, shall be deemed to be passed on the last date specified for receipt of votes through the e-voting process i.e. Wednesday, April 30, 2025.

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. ABHAY GUPTA (DIN: 02145565) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

*To consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as a **Special Resolution***

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV of the Act, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Mr. Abhay Gupta (DIN: 02145565), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from February 19, 2025, and who has furnished a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from February 19, 2025 to February 18, 2030, not liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors or KMPs of the Company be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

By Order of the Board
For, IRM Energy Limited

Place: Ahmedabad
Date: March 24, 2025

Akshit Soni
Company Secretary &
Compliance Officer

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the resolution as set out in the postal ballot notice is annexed hereto and forms part of this Notice. Information of the Director proposed to be appointed as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 and other applicable provisions is provided in Annexure – I to this Notice.
2. In compliance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories / Company's RTA or who will register their email address in accordance with the process outlined in this Notice. A person who is not a member as on the cut-off date or who becomes a member of the Company after the cut-off date should treat this Notice for information purposes only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SS -2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The Company has engaged the services of MUFG Intime to provide remote e-voting facility to the Members.
5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the notice could not be serviced, may temporarily get their e-mail address registered with the MUFG Intime, by clicking the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html Post successful registration of the e-mail, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, Member may write to rnt.helpdesk@linkintime.co.in.

Or

Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant. After successful registration of the e-mail address, a copy of this Postal Ballot Notice will be sent to your registered e-mail address, upon request received from the member. In case of any queries, Members may write to investor.relations@irmenergy.com or rnt.helpdesk@linkintime.co.in

6. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the shares held by them as on Friday, March 28, 2025 being the Cut-Off date for the purpose. The shareholders of the Company holding shares as on the Cut-Off date, can cast their vote electronically.
7. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the Member. The voting rights of the Members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
8. A Member cannot exercise his/her vote through proxy on postal ballot. However, Corporate and Institutional Members shall be entitled to vote through their authorised representatives. Corporate and institutional Members are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter/power of attorney together with attested specimen signature(s)

of the duly authorised representative(s), to the Scrutinizer by e-mail to mcguptacs@gmail.com with a copy marked to investor.relations@irmenergy.com.

9. Once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
10. Postal Ballot (e-voting) period commences from Tuesday, April 01, 2025 (9.00 a.m. IST) and ends on Wednesday, April 30, 2025 (5.00 p.m. IST). At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
11. The proposed resolution, if approved, by requisite majority, shall be deemed to be passed on the last date of e-voting, which would be Wednesday, April 30, 2025. The resolution passed by the Members through Postal Ballot are deemed to be passed as if the same have been passed at a general meeting of the Members.
12. This Notice shall also be available on the website of the Company at www.irmenergy.com, websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively, and on the website of MUFG Intime at <https://instavote.linkintime.co.in>.
13. All the documents referred to in the explanatory statement will be available for inspection electronically from the date of circulation of this Notice up to the closure of the e-voting period. Members seeking to inspect such documents can send an email to investor.relations@irmenergy.com.
14. The Board of Directors of the Company has appointed M/s M. C. Gupta & Co, Company Secretaries, Ahmedabad (Membership Number FCS: 2047, COP: F2047) as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner.
15. The Scrutinizer will submit his report to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot will be announced within 2 (Two) working days from conclusion of the e-voting period. The result of Postal Ballot along with the Scrutinizer's Report will be intimated to the National Stock Exchange of India Limited and BSE Limited ("Stock Exchanges") where the equity shares of the Company are listed and shall be hosted on the website of the Company at www.irmenergy.com and on the website of MUFG Intime at <https://instavote.linkintime.co.in/>
16. **The instructions for remote e-Voting are as under:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholder	Login Method
Individual Shareholders holding securities in demat mode with NSDL	METHOD 1 – 1. If Users who have registered for NSDL IDEAS facility: a) Visit URL: https://eservices.nsd.com and click on "Beneficial Owner" icon under "Login". b) Enter user id and password. Post successful authentication, click on "Access to e-voting". c) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to MUFG InTime InstaVote website for casting the vote during the remote e-voting period.

	<p style="text-align: center;">OR</p> <p>2. User not registered for IDeAS facility:</p> <ol style="list-style-type: none"> a) To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp “ b) Proceed with updating the required fields. c) Post registration, user will be provided with Login ID and password. d) After successful login, click on “Access to e-voting”. e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to MUFG InTime InstaVote website for casting the vote during the remote e-voting period. <p>METHOD 2 – By directly visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> a) Visit URL: https://www.evoting.nsdl.com/ b) Click on the “Login” tab available under ‘Shareholder/Member’ section. c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”. e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>METHOD 1 –</p> <p>1. Users who have registered/ opted for Easi/Easiest</p> <ol style="list-style-type: none"> a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. b) Click on New System Myeasi c) Login with user id and password d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period. e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p style="text-align: center;">OR</p> <p>2. Users not registered for Easi/Easiest</p> <ol style="list-style-type: none"> a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration b) Proceed with updating the required fields. c) Post registration, user will be provided Login ID and password. d) After successful login, user able to see e-voting menu. e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>METHOD 2 – By directly visiting the e-voting website of CDSL.</p> <ol style="list-style-type: none"> a) Visit URL: https://www.cdslindia.com/ b) Go to e-voting tab.

	<p>c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.</p> <p>d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</p> <p>e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to MUFG InTime InstaVote website for casting the vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with Depository Participant</p>	<p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.</p> <p>a) Login to DP website</p> <p>b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.</p> <p>c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.</p> <p>d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to MUFG InTime InstaVote website for casting the vote during the remote e-voting period.</p>
<p>Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode</p>	<p>Individual Shareholders of the company, holding shares in physical form/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of MUFG Intime as under:</p> <ol style="list-style-type: none"> 1. Visit URL: https://instavote.linkintime.co.in 2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ul style="list-style-type: none"> A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <p style="text-align: center;"><i>* Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</i></p> <p style="text-align: center;"><i>* Shareholders holding shares in NSDL form, shall provide ‘D’ above</i></p> <ul style="list-style-type: none"> ➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@! #\$\$&*), at least one numeral, at least one alphabet and at least one capital letter). ➤ Click “confirm” (Your password is now generated).

- | | |
|--|---|
| | <ol style="list-style-type: none">3. Click on 'Login' under 'SHARE HOLDER' tab.4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on 'Submit'. |
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CAST YOUR VOTE ELECTRONICALLY:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

Guidelines for Institutional Shareholders ("Corporate Body/Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name' - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.

- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote voting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

METHOD 2 - VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact MUFG Intime INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

FORGET PASSWORD

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of MUFG InTime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his /her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four

digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for shareholders holding shares in -

Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of MUFG InTime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

17. During the voting period, Members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

18. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.

19. In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to enotices@in.mpms.mufg.com or contact on: - Tel: 022-49186175.

By Order of the Board
For, IRM Energy Limited

Place: Ahmedabad
Date: March 24, 2025

Akshit Soni
Company Secretary &
Compliance Officer

EXPLANATORY STATEMENT IN PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 1

The Board of Directors of the Company, based on recommendation of the Nomination and Remuneration Committee ("NRC"), vide its circular resolution passed on February 19, 2025 has approved the appointment of Mr. Abhay Gupte (DIN: 02145565) as an Additional Non-Executive Independent Director of the Company, in terms of Sections 161 and other applicable provisions of the Companies Act, 2013 (Act) and Companies (Appointment and Qualification of Directors) Rules, 2014, for a period of 5 (five) consecutive years with effect from February 19, 2025, subject to the approval of the members of the Company.

Mr. Abhay Gupte fulfils the conditions specified under the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) for the appointment as Non-Executive Independent Director of the Company and he is Independent from the management of the Company.

The Company has received from Mr. Abhay Gupte (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act and (iii) a declaration to effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1) of the SEBI Listing Regulations. He does not hold any equity shares of the Company.

He has also enrolled himself with the databank for Independent Directors as specified under the Section 150 of the Act and he is not debarred by the virtue of order of Securities and Exchange Board of India (SEBI) or any other authority from holding office as a Director.

Details as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard - 2 and other provisions of the applicable laws are provided in Annexure - I forming part of this notice. A copy of the letter of appointment setting out the terms and conditions for appointment of Mr. Abhay Gupte as Independent Director of the Company shall be available for inspection, basis the request being sent on investor.relations@irmenergy.com.

Further, in terms of the Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of SEBI Listing Regulations, appointment of Mr. Abhay Gupte as a Non-Executive Independent Director requires approval of the members of the Company by way of Special Resolution.

Except Mr. Abhay Gupte, none of the Directors or any Key Managerial Personnel or any of their relatives is, in anyway, concerned or interested, financially or otherwise in the above resolution as set out in item no. 1 of this notice.

The Board of Directors of the Company recommend the resolution as set out in item no. 1 of the accompanying Notice for the approval of the members by way of **Special Resolution**.

By Order of the Board
For, IRM Energy Limited

Akshit Soni
Company Secretary &
Compliance Officer

Place: Ahmedabad
Date: March 24, 2025

ANNEXURE - I

Details of Director seeking appointment, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

Particulars	Details
Name of the Director	Mr. Abhay Gupte
DIN	02145565
Date of Birth (Age in years)	19-02-1961 (64 Years)
Date of first appointment	19-02-2025
Qualification(s)	Mr. Abhay Gupte is a member of the Institute of Chartered Accountants of India (ICAI) and a Certified Information Systems Auditor.
Experience/ Expertise in Specific Functional Areas/ Brief Profile	<p>Mr. Abhay Gupte is a highly accomplished advisory, auditing, and consulting professional with an illustrious career spanning over four decades.</p> <p>Recently, he concluded a successful tenure as Senior Partner at Deloitte, India, where he demonstrated unparalleled dedication and leadership. His extensive expertise in risk management, regulatory compliance, and corporate governance has made him a sought-after advisor across diverse industries. He has served some of India's largest organizations and financial conglomerates, including regulatory bodies, bringing invaluable insights to boardroom discussions and decision-making processes.</p> <p>Since June 2024, Mr. Gupte has been serving as an Independent Director on the Board of SBI Capital Markets India Limited, further cementing his legacy as a thought leader and strategic visionary.</p>
Directorship in other companies including listed companies	1. SBI Capital Markets Limited
Listed entities from which the person has resigned in the past three years	Nil
Chairmanship / Membership of Committees	<p>SBI Capital Markets Limited</p> <ol style="list-style-type: none"> 1. Audit Committee - Chairman 2. Nomination and Remuneration Committee - Chairman 3. IT Committee - Chairman 4. Risk Management Committee - Member
Shareholding in the listed entity, including shareholders as a beneficial owner (equity shares)	Nil
No. of Board Meetings attended during FY 2024-25 (upto the date of this notice)	1 (One)

Last Remuneration drawn being Sitting Fees	Rs. 60,000/- (sitting fees for attending a Board Meeting)
Details of Remuneration sought to be paid	Except, Sitting Fee for attending the Board and/or Committee Meetings, no other remuneration is payable
Terms and condition for appointment	As per the resolution in item no. 1 of this Notice read with the explanatory statement thereto
Disclosure of relationships between directors inter-se	Nil
Justification for appointment and Skills and capabilities required for the role of Independent Director and the manner in which the proposed person meets such requirements.	Mr. Abhay Gupte fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 (1) (b) of the SEBI Listing Regulations for his appointment as an Independent Director of the Company and he is independent of the management. He possesses appropriate skills, experience and knowledge as mentioned in his profile above.